



wherein:

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 R₁ is chosen from hydrogen, alkyl, aryl, alkylaryl, heteroaryl, alkylheteroaryl, substituted alkyl, substituted aryl, substituted alkylaryl, substituted heteroaryl, and substituted alkylheteroaryl;

R₂ and R₂' are independently chosen from hydrogen, alkyl, oxaalkyl, aryl, alkylaryl, heteroaryl, alkylheteroaryl, substituted alkyl, substituted aryl, substituted alkylaryl, substituted heteroaryl, and substituted alkylheteroaryl; or R₂ and R₂' taken together form a 3- to 7-membered ring;

R₃ is chosen from hydrogen, alkyl, aryl, alkylaryl, heteroaryl, alkylheteroaryl, substituted alkyl, substituted aryl, substituted alkylaryl, substituted heteroaryl, substituted alkylheteroaryl, oxaalkyl, oxaalkylaryl, substituted oxaalkylaryl, R₁₅O- and R₁₅-NH-;

R₄ is chosen from alkyl, aryl, alkylaryl, alkylheteroaryl, substituted alkyl, and substituted aryl;

R₅, R₆, R₇ and R₈ are independently chosen from hydrogen, alkyl, alkoxy, halogen, fluoroalkyl, nitro, dialkylamino, alkylsulfonyl, alkylsulfonamido, sulfonamidoalkyl, sulfonamidoaryl, alkylthio, carboxyalkyl, carboxamido, aminocarbonyl, aryl and heteroaryl; and

R₁₅ is chosen from alkyl, aryl, alkylaryl, heteroaryl, alkylheteroaryl, substituted alkyl, substituted aryl, substituted alkylaryl, substituted heteroaryl, and substituted alkylheteroaryl;

or a pharmaceutically acceptable salt of any of the foregoing compounds.

4. (Twice amended) A method according to claim 1 wherein

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 R₁ is chosen from hydrogen, alkyl, aryl, substituted alkyl, substituted aryl, heteroaryl, substituted heteroaryl, alkylaryl, substituted alkylaryl and substituted alkylheteroaryl;

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 R₂ is chosen from hydrogen, alkyl and substituted alkyl;

Cl
 R₂' is hydrogen;

~~R₃ is chosen from alkyl, substituted alkyl, alkylaryl, heteroaryl, aryl, substituted aryl, substituted heteroaryl, substituted oxaalkylaryl R₁₅O- and R₁₅-NH-;~~

~~R₄ is chosen from alkyl, aryl, alkylaryl, alkylheteroaryl, substituted alkyl, and substituted aryl;~~

~~R₅ is hydrogen;~~

~~R₆, R₇ and R₈ are independently chosen from hydrogen, halogen, methyl and trifluoromethyl; and~~

~~R₁₅ is chosen from alkyl, aryl and substituted aryl.~~

~~7. (Amended) A method according to claim 4 wherein R₁ is chosen from hydrogen, lower alkyl, substituted lower alkyl, benzyl, substituted benzyl, phenyl, naphthyl and substituted phenyl.~~

~~9. (Amended) A method according to claim 4 wherein R₂ is chosen from hydrogen, lower alkyl and substituted lower alkyl, and R₂' is hydrogen.~~

~~11. (Amended) A method according to claim 4 wherein R₃ is chosen from C₁-C₁₃ alkyl; substituted lower alkyl; phenyl; naphthyl; phenyl substituted with one or more halo, lower alkyl, loweralkoxy, nitro, carboxy, methylenedioxy or trifluoromethyl; biphenyl; benzyl; phenoxymethyl; halophenoxymethyl; phenylvinyl; heteroaryl; heteroaryl substituted with lower alkyl; and benzyloxymethyl.~~

~~13. (Amended) A method according to claim 4 wherein R₃ is R₁₅-NH- and R₁₅ is chosen from lower alkyl; cyclohexyl; phenyl; and phenyl substituted with halo, lower alkyl, loweralkoxy, or lower alkylthio.~~

~~15. (Amended) A method according to claim 4 wherein R₄ is chosen from lower alkyl, substituted lower alkyl, cyclohexyl; phenyl substituted with hydroxy, lower alkoxy or lower alkyl; benzyl; heteroarylmethyl; heteroarylethyl; and heteroarylpropyl.~~

~~17. (Amended) A method according to claim 4 wherein
R₁ is chosen from lower alkyl, benzyl, substituted benzyl and substituted phenyl;
R₂ is chosen from hydrogen, alkyl, substituted lower alkyl and benzyl;
R₂' is hydrogen;
R₃ is chosen from substituted phenyl and naphthyl;~~

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R₄ is substituted alkyl;
R₅ is hydrogen or halo
R₆ is hydrogen, methyl or halo;
R₇ is hydrogen, halo, methyl or trifluoromethyl; and
R₈ is hydrogen or halo.

18. (Twice Amended) A method according to claim 1 wherein

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R₁ is benzyl or halobenzyl;
R₂ is chosen from ethyl and propyl;
R₂' is hydrogen;
R₃ is substituted phenyl;
R₄ is (CH₂)_m OH or (CH₂)_p R₁₆ wherein m is 2 or 3 and p is 1-3;
R₅ is hydrogen;
R₆ is hydrogen;
R₇ is halo;
R₈ is hydrogen;
R₁₆ is chosen from amino, propylamino, and azetidiny.

Please **add** the following claims:

60. (New) The method of claim 1, wherein a taxane is administered with said compound.

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61. (New) The method of claim 1, wherein a vinca alkaloid is administered with said compound.

62. (New) The method of claim 1, wherein a topoisomerase I inhibitor is administered with said compound.

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63. (New) The method of claim 1, wherein:
R₁ is benzyl or halobenzyl;
R₂ is ethyl or propyl;
R₂' is hydrogen;

R₃ is substituted phenyl;

R₄ is $-(CH_2)_mOH$ or $-(CH_2)_pR_{16}$ wherein m is two or three and p is one to three;

R₅ is hydrogen;

R₆ is hydrogen;

R₇ is halo;

R₈ is hydrogen; and

R₁₆ is chosen from amino, propylamino, and azetidiny;
or a pharmaceutically acceptable salt thereof.

64. (New) The method of claim 1, wherein wherein R₃ is phenyl substituted with one or more halo, lower alkyl, loweralkoxy, nitro, carboxy, methylenedioxy, or trifluoromethyl.

65. (New) The method of claim 1, wherein

R₁ is benzyl;

R₂ is isopropyl;

R₂' is hydrogen;

R₃ is p-tolyl;

R₄ is 3-aminopropyl;

R₅ is hydrogen;

R₆ is hydrogen;

R₇ is chloro; and

R₈ is hydrogen.

66. (New) The method of claim 1, wherein said salt is a mesylate.

67. (New) The method of claim 1, wherein

R₁ is benzyl; R₂ is ethyl; R₂' is hydrogen; R₃ is p-tolyl; R₄ is 3-(isopropylamino)propyl;
R₅, R₆, and R₈ are hydrogen; and R₇ is chloro;

R₁ is p-chlorobenzyl; R₂ is ethyl; R₂' is hydrogen; R₃ is p-bromophenyl; R₄ is 2-(dimethylamino)ethyl; R₅, R₆, and R₈ are hydrogen; and R₇ is chloro;

R₁ is benzyl; R₂ is ethyl; R₂' is hydrogen; R₃ is p-tolyl; R₄ is 3-(dimethylamino)propyl;
R₅, R₆, and R₈ are hydrogen; and R₇ is chloro;

R₁ is benzyl; R₂ is ethyl; R₂' is hydrogen; R₃ is p-tolyl; R₄ is 3-aminopropyl; R₅, R₆, and R₈ are hydrogen; and R₇ is chloro;

~~R₁ is m-methoxybenzyl; R₂ is ethyl; R₂' is hydrogen; R₃ is p-tolyl; R₄ is 3-aminopropyl; R₅, R₆, and R₈ are hydrogen; and R₇ is chloro;~~

~~R₁ is benzyl; R₂ is ethyl; R₂' is hydrogen; R₃ is p-bromophenyl; R₄ is 3-aminopropyl; R₅, R₆, and R₈ are hydrogen; and R₇ is chloro;~~

~~R₁ is benzyl; R₂ is isopropyl; R₂' is hydrogen; R₃ is p-tolyl; R₄ is 3-aminopropyl; R₅, R₆, and R₈ are hydrogen; and R₇ is chloro;~~

~~R₁ is benzyl; R₂ is ethyl; R₂' is hydrogen; R₃ is p-tolyl; R₄ is azetidin-3-ylmethyl; R₅, R₆, and R₈ are hydrogen; and R₇ is chloro;~~

~~R₁ is benzyl; R₂ is ethyl; R₂' is hydrogen; R₃ is p-tolyl; R₄ is 2-aminoethyl; R₅, R₆, and R₈ are hydrogen; and R₇ is chloro;~~

~~R₁ is benzyl; R₂ is ethyl; R₂' is hydrogen; R₃ is p-bromophenyl; R₄ is 2-aminoethyl; R₅, R₆, and R₈ are hydrogen; and R₇ is chloro;~~

~~R₁ is benzyl; R₂ is ethyl; R₂' is hydrogen; R₃ is p-tolyl; R₄ is 3-aminopropyl; R₅, R₆, and R₈ are hydrogen; and R₇ is chloro;~~

~~R₁ is benzyl; R₂ is ethyl; R₂' is hydrogen; R₃ is p-tolyl; R₄ is 2-(methylamino)ethyl; R₅, R₆, and R₈ are hydrogen; and R₇ is chloro;~~

~~R₁ is benzyl; R₂ is ethyl; R₂' is hydrogen; R₃ is p-bromophenyl; R₄ is 3-(methylamino)propyl; R₅, R₆, and R₈ are hydrogen; and R₇ is chloro;~~

~~R₁ is benzyl; R₂ is ethyl; R₂' is hydrogen; R₃ is p-bromophenyl; R₄ is 2-(methylamino)ethyl; R₅, R₆, and R₈ are hydrogen; and R₇ is chloro;~~

~~R₁ is benzyl; R₂ is ethyl; R₂' is hydrogen; R₃ is p-tolyl; R₄ is azetidin-2-ylmethyl; R₅, R₆, and R₈ are hydrogen; and R₇ is chloro;~~

~~R₁ is benzyl; R₂ is ethyl; R₂' is hydrogen; R₃ is p-bromophenyl; R₄ is 3-aminopropyl; R₅, R₆, and R₈ are hydrogen; and R₇ is chloro;~~

~~R₁ is benzyl; R₂ is methylsulfinylmethyl; R₂' is hydrogen; R₃ is p-tolyl; R₄ is 3-aminopropyl; R₅, R₆, and R₈ are hydrogen; and R₇ is chloro;~~

~~R₁ is benzyl; R₂ is ethyl; R₂' is hydrogen; R₃ is p-tolyl; R₄ is piperidin-3-ylmethyl; R₅, R₆, and R₈ are hydrogen; and R₇ is chloro;~~

~~R₁ is benzyl; R₂ is ethyl; R₂' is hydrogen; R₃ is p-tolyl; R₄ is 3-aminopropyl; R₅, R₆, and R₈ are hydrogen; and R₇ is fluoro;~~

~~R₁ is benzyl; R₂ is ethyl; R₂' is hydrogen; R₃ is p-bromophenyl; R₄ is 2-(dimethylamino)ethyl; R₅, R₆, and R₈ are hydrogen; and R₇ is chloro;~~

~~R₁ is benzyl; R₂ is ethyl; R₂' is hydrogen; R₃ is p-tolyl; R₄ is 2-aminoethyl; R₅, R₆, R₇ and R₈ are hydrogen;~~

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R₁ is benzyl; R₂ is ethyl; R₂' is hydrogen; R₃ is p-tolyl; R₄ is piperidin-2-yl; R₅, R₆, and R₈ are hydrogen; and R₇ is chloro;

R₁ is benzyl; R₂ is ethyl; R₂' is hydrogen; R₃ is p-bromophenyl; R₄ is 4-aminobutyl; R₅, R₆, and R₈ are hydrogen; and R₇ is chloro;

R₁ is m-chlorobenzyl; R₂ is ethyl; R₂' is hydrogen; R₃ is p-bromophenyl; R₄ is 2-(dimethylamino)ethyl; R₅, R₆, and R₈ are hydrogen; and R₇ is chloro;

R₁ is benzyl; R₂ is ethyl; R₂' is hydrogen; R₃ is p-bromophenyl; R₄ is 2-(dimethylamino)ethyl; R₅, R₆, and R₈ are hydrogen; and R₇ is chloro;

R₁ is benzyl; R₂ is ethyl; R₂' is hydrogen; R₃ is p-tolyl; R₄ is 2-(piperidin-1-yl)ethyl; R₅, R₆, and R₈ are hydrogen; and R₇ is chloro;

R₁ is benzyl; R₂ is ethyl; R₂' is hydrogen; R₃ is p-tolyl; R₄ is 2-(imidazol-3-yl)ethyl; R₅, R₆, and R₈ are hydrogen; and R₇ is chloro;

R₁ is benzyl; R₂ is ethyl; R₂' is hydrogen; R₃ is p-tolyl; R₄ is pyrrolidin-3-ylmethyl; R₅, R₆, and R₈ are hydrogen; and R₇ is chloro;

R₁ is benzyl; R₂ is ethyl; R₂' is hydrogen; R₃ is p-bromophenyl; R₄ is 2-(diethylamino)ethyl; R₅, R₆, and R₈ are hydrogen; and R₇ is chloro;

R₁ is benzyl; R₂ is ethyl; R₂' is hydrogen; R₃ is p-tolyl; R₄ is 2-(dimethylamino)ethyl; R₅, R₆, and R₈ are hydrogen; and R₇ is chloro;

R₁ is benzyl; R₂ is ethyl; R₂' is hydrogen; R₃ is p-chlorophenyl; R₄ is 2-(dimethylamino)ethyl; R₅, R₆, and R₈ are hydrogen; and R₇ is chloro;

R₁ is benzyl; R₂ is ethyl; R₂' is hydrogen; R₃ is p-tolyl; R₄ is 4-aminobutyl; R₅, R₆, and R₈ are hydrogen; and R₇ is chloro;

R₁ is benzyl; R₂ is ethyl; R₂' is hydrogen; R₃ is p-tolyl; R₄ is pyrrolidin-2-ylmethyl; R₅, R₆, and R₈ are hydrogen; and R₇ is chloro;

R₁ is benzyl; R₂ is ethyl; R₂' is hydrogen; R₃ is p-tolyl; R₄ is 3-(azetidin-1-yl)propyl; R₅, R₆, and R₈ are hydrogen; and R₇ is chloro;

R₁ is benzyl; R₂ is ethyl; R₂' is hydrogen; R₃ is p-tolyl; R₄ is 2-(pyrrolidin-1-yl)ethyl; R₅, R₆, and R₈ are hydrogen; and R₇ is chloro;

R₁ is benzyl; R₂ is ethyl; R₂' is hydrogen; R₃ is p-tolyl; R₄ is 3-(pyrrolidin-1-yl)propyl; R₅, R₆, and R₈ are hydrogen; and R₇ is chloro;

R₁ is benzyl; R₂ is ethyl; R₂' is hydrogen; R₃ is p-bromophenyl; R₄ is 3-(dimethylamino)propyl; R₅, R₆, and R₈ are hydrogen; and R₇ is chloro;

R₁ is benzyl; R₂ is propyl; R₂' is hydrogen; R₃ is p-bromophenyl; R₄ is 2-(dimethylamino)ethyl; R₅, R₆, and R₈ are hydrogen; and R₇ is chloro;

~~R₁ is benzyl; R₂ is ethyl; R₂' is hydrogen; R₃ is p-bromophenyl; R₄ is 2-(pyrrolidin-1-yl)ethyl; R₅, R₆, and R₈ are hydrogen; and R₇ is chloro;~~

~~R₁ is benzyl; R₂ is ethyl; R₂' is hydrogen; R₃ is p-bromophenyl; R₄ is 3-(pyrrolidin-1-yl)propyl; R₅, R₆, and R₈ are hydrogen; and R₇ is chloro;~~

~~R₁ is benzyl; R₂ is ethyl; R₂' is hydrogen; R₃ is p-tolyl; R₄ is piperidin-4-ylmethyl; R₅, R₆, and R₈ are hydrogen; and R₇ is chloro;~~

~~R₁ is benzyl; R₂ is methylsulfinylethyl; R₂' is hydrogen; R₃ is p-tolyl; R₄ is 3-aminopropyl; R₅, R₆, and R₈ are hydrogen; and R₇ is chloro;~~

~~R₁ is benzyl; R₂ is ethyl; R₂' is hydrogen; R₃ is p-tolyl; R₄ is 3-(piperidin-1-yl)propyl; R₅, R₆, and R₈ are hydrogen; and R₇ is chloro;~~

~~R₁ is benzyl; R₂ is benzyl; R₂' is hydrogen; R₃ is p-tolyl; R₄ is 3-aminopropyl; R₅, R₆, and R₈ are hydrogen; and R₇ is chloro;~~

~~R₁ is benzyl; R₂ is ethyl; R₂' is hydrogen; R₃ is p-bromophenyl; R₄ is (N-ethylpyrrolidin-2-yl)methyl; R₅, R₆, and R₈ are hydrogen; and R₇ is chloro;~~

~~R₁ is benzyl; R₂ is ethyl; R₂' is hydrogen; R₃ is p-tolyl; R₄ is 3-piperidinyl; R₅, R₆, and R₈ are hydrogen; and R₇ is chloro;~~

~~R₁ is benzyl; R₂ is ethyl; R₂' is hydrogen; R₃ is p-tolyl; R₄ is 4-piperidinyl; R₅, R₆, and R₈ are hydrogen; and R₇ is chloro;~~

~~R₁ is p-chlorobenzyl; R₂ is ethyl; R₂' is hydrogen; R₃ is p-bromophenyl; R₄ is 2-(dimethylamino)ethyl; R₅, R₆, and R₈ are hydrogen; and R₇ is chloro;~~

~~R₁ is benzyl; R₂ is ethyl; R₂' is hydrogen; R₃ is p-bromophenyl; R₄ is 2,2-dimethyl-3-(dimethylamino)propyl; R₅, R₆, and R₈ are hydrogen; and R₇ is chloro;~~

~~R₁ is benzyl; R₂ is ethyl; R₂' is hydrogen; R₃ is p-bromophenyl; R₄ is 5-aminopentyl; R₅, R₆, and R₈ are hydrogen; and R₇ is chloro;~~

~~R₁ is benzyl; R₂ is ethyl; R₂' is hydrogen; R₃ is p-tolyl; R₄ is 3-(dimethylamino)propyl; R₅, R₆, and R₈ are hydrogen; and R₇ is fluoro;~~

~~R₁ is benzyl; R₂ is ethyl; R₂' is hydrogen; R₃ is p-bromophenyl; R₄ is 3-(2-methylpiperidin-1-yl)propyl; R₅, R₆, and R₈ are hydrogen; and R₇ is chloro;~~

~~R₁ is benzyl; R₂ is ethyl; R₂' is hydrogen; R₃ is p-tolyl; R₄ is 2-(dimethylamino)ethyl; R₅, R₆, and R₈ are hydrogen; and R₇ is fluoro;~~

~~R₁ is benzyl; R₂ is ethyl; R₂' is hydrogen; R₃ is p-bromophenyl; R₄ is 2-(N-methylpyrrolidin-2-yl)ethyl; R₅, R₆, and R₈ are hydrogen; and R₇ is chloro;~~

~~R₁ is benzyl; R₂ is ethyl; R₂' is hydrogen; R₃ is p-trifluoromethylphenyl; R₄ is 3-(dimethylamino)propyl; R₅, R₆, and R₈ are hydrogen; and R₇ is chloro;~~

~~R₁ is benzyl; R₂ is ethyl; R₂' is hydrogen; R₃ is p-bromophenyl; R₄ is 3-(diethylamino)propyl; R₅, R₆, and R₈ are hydrogen; and R₇ is chloro;~~

~~R₁ is benzyl; R₂ is ethyl; R₂' is hydrogen; R₃ is p-bromophenyl; R₄ is 3-(N-methylpiperazin-1-yl)propyl; R₅, R₆, and R₈ are hydrogen; and R₇ is chloro;~~

~~R₁ is benzyl; R₂ is 4-(CBZ)aminobutyl; R₂' is hydrogen; R₃ is p-tolyl; R₄ is 3-aminopropyl; R₅, R₆, and R₈ are hydrogen; and R₇ is chloro;~~

~~R₁ is benzyl; R₂ is ethyl; R₂' is hydrogen; R₃ is p-bromophenyl; R₄ is aminoethoxyethyl; R₅, R₆, and R₈ are hydrogen; and R₇ is chloro;~~

~~R₁ is benzyl; R₂ is ethyl; R₂' is hydrogen; R₃ is 2-naphthyl; R₄ is 2-(dimethylamino)ethyl; R₅, R₆, and R₈ are hydrogen; and R₇ is chloro~~

~~R₁ is benzyl; R₂ is cyclohexylmethyl; R₂' is hydrogen; R₃ is p-tolyl; R₄ is 3-aminopropyl; R₅, R₆, and R₈ are hydrogen; and R₇ is chloro;~~

~~R₁ is benzyl; R₂ is ethyl; R₂' is hydrogen; R₃ is p-bromophenyl; R₄ is 2-(piperidin-1-yl)ethyl; R₅, R₆, and R₈ are hydrogen; and R₇ is chloro;~~

~~R₁ is benzyl; R₂ is ethyl; R₂' is hydrogen; R₃ is p-tolyl; R₄ is 3-hydroxypropyl; R₅, R₆, and R₈ are hydrogen; and R₇ is chloro;~~

~~R₁ is benzyl; R₂ is ethyl; R₂' is hydrogen; R₃ is p-fluorophenyl; R₄ is 2-(dimethylamino)ethyl; R₅, R₆, and R₈ are hydrogen; and R₇ is chloro;~~

~~R₁ is benzyl; R₂ is ethyl; R₂' is hydrogen; R₃ is p-bromophenyl; R₄ is 6-aminoethyl; R₅, R₆, and R₈ are hydrogen; and R₇ is chloro;~~

~~R₁ is benzyl; R₂ is ethyl; R₂' is hydrogen; R₃ is p-tolyl; R₄ is 2-(dimethylamino)ethyl; R₅, R₇, and R₈ are hydrogen; and R₆ is chloro;~~

~~R₁ is benzyl; R₂ is ethyl; R₂' is hydrogen; R₃ is p-bromophenyl; R₄ is 2-(dimethylamino)ethyl; R₅, R₆, and R₈ are hydrogen; and R₇ is fluoro;~~

~~R₁ is benzyl; R₂ is methyl; R₂' is hydrogen; R₃ is p-bromophenyl; R₄ is 2-aminoethyl; R₅, R₆, R₇ and R₈ are hydrogen;~~

~~R₁ is benzyl; R₂ is ethyl; R₂' is hydrogen; R₃ is p-tolyl; R₄ is 2-(dimethylamino)ethyl; R₅, R₆, and R₇ are hydrogen; and R₈ is chloro;~~

~~R₁ is benzyl; R₂ is ethyl; R₂' is hydrogen; R₃ is p-bromophenyl; R₄ is 2-(dimethylamino)ethyl; R₆, R₇, and R₈ are hydrogen; and R₅ is chloro;~~

~~R₁ is benzyl; R₂ is aminobutyl; R₂' is hydrogen; R₃ is p-tolyl; R₄ is 3-aminopropyl; R₅, R₆, and R₈ are hydrogen; and R₇ is chloro;~~

~~R₁ is benzyl; R₂ is ethyl; R₂' is hydrogen; R₃ is p-tolyl; R₄ is 2-(dimethylamino)ethyl; R₅ and R₈ are hydrogen; and R₆ and R₇ are fluoro;~~

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R₁ is m-tolyl; R₂ is ethyl; R₂' is hydrogen; R₃ is p-bromophenyl; R₄ is 2-(dimethylamino)ethyl; R₅, R₆, and R₈ are hydrogen; and R₇ is chloro;

R₁ is benzyl; R₂ is ethyl; R₂' is hydrogen; R₃ is p-bromophenyl; R₄ is 2-(dimethylamino)ethyl; R₅ and R₈ are hydrogen; and R₆ and R₇ are fluoro; or

R₁ is benzyl; R₂ is ethyl; R₂' is hydrogen; R₃ is p-bromophenyl; R₄ is 2-carboxyethyl; R₅, R₆, and R₈ are hydrogen; and R₇ is chloro,

or a pharmaceutically acceptable salt of any of the foregoing compounds.